<u>CLEAN VISION, CORP.</u>

State of Incorporation: Nevada

2711 N Sepulveda Blvd #1051,
Manhattan Beach, CA 90266-2725

(424) 835-1845
www.cleanvisioncorp.com
info@cleanvisioncorp.com
SIC Code: 7389

Annual Report

For the year ending December 31, 2022

(the "Reporting Period")

The number of shares outstanding of our Common Stock is <u>402,196,273</u> as of <u>December 31, 2022</u>

The number of shares outstanding of our Common Stock was <u>354,385,392</u> as of <u>September 30, 2022</u>

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[4] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available.Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction

[4] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

Clean Vision Corporation
Byzen Digital Inc.
Emergency Pest Services Inc.
China Vitup Healthcare Holdings, Inc.

Item 2 The address of the issuer's principal executive offices and address(es) of the issuer's principal place of business:

2711 N Sepulveda Blvd #1051
Manhattan Beach, CA 90266-2725
Phone: 424.8351845
www.cleanvisioncorp.com
www.clean-seas.com

Check box if principal executive office and principal place of business are the same address: ☒

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Nevada – September 15, 2006 - Active

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

Trading symbol:	CLNV
CUSIP:	18452W 104
Exact title and class of securities outstanding	Common Stock
Exact title and class of securities outstanding	Series A Redeemable Preferred Stock
Exact title and class of securities outstanding	Series C Preferred Stock
Exact title and class of securities outstanding	Series B Preferred stock

Item 5 Par or stated value and description of the security.

A. *Par or Stated Value*. Provide the par or stated value for each class of outstanding securities.

Common Stock - $0.001
Series A Redeemable Preferred Stock- $0.001
Series B Preferred Stock- $0.001
Series C Preferred Stock- $0.001

B. *Common or Preferred Stock*.

Common Stock: no dividends, one vote per share

Series A Redeemable Preferred Stock: Redeemable Preferred Stock ranks senior to the Company's Common Stock upon the liquidation, dissolution or winding up of the Company. The Series A Preferred Stock does not bear a dividend or have voting rights and is not convertible into shares of our Common Stock.

The Series B Preferred Stock: The Series B Preferred Stock does not have voting rights. The Series B Preferred Stock will automatically be converted on January 1, 2023 into shares of common stock at the rate of 10 shares of Common Stock for each share of Preferred Stock. Holders of the Series B Preferred Stock have anti-dilution rights protecting their interests in the Company from the issuance of any additional shares of capital stock for a two-year period following conversion of the Series B Preferred Stock calculated at the rate of 20% on a fully diluted basis.

The Series C Preferred Stock: The Series C Preferred Stock has voting rights based on 100 votes for each share and converts into Common Stock at the rate of ten common shares for each preferred share. Holders of the Series C Preferred Stock have anti-dilution rights protecting their interests from the issuance of any additional shares of capital stock for a two-period following conversion of the Series C Preferred Stock calculated at the rate of 20% on a fully diluted basis.

Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a Change in Control of the issuer. None

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized**.** Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Common Stock:

(i) Period end date; December 31, 2022 – 402,196,273; December 31, 2021 – 312,860,375
(i) Number of shares authorized; 2,000,000,000
(ii) Number of shares outstanding; 402,196,273
(iii) Freely tradable shares (public float); 270,347,953
(iv) Number of beneficial shareholders owning at least 100 shares - 162
(v) Total number of shareholders of record. 170

Preferred Stock
(i) Period end date; December 31, 2022 – 0; December 31, 2021 – 0
(ii) Number of shares authorized; 4,000,000
(iii) Number of shares outstanding; 0
(iv) Freely tradable shares (public float); N/A
(v) Number of beneficial shareholders owning at least 100 shares - N/A
(vi) Total number of shareholders of record. N/A

Series A Preferred Stock
(i) Period end date; December 31, 2022 – 0; December 31, 2021 – 1,850,000
(ii) Number of shares authorized; 2,000,000
(iii) Number of shares outstanding; 0
(iv) Freely tradable shares (public float); N/A
(v) Number of beneficial shareholders owning at least 100 shares - 0
(vi) Total number of shareholders of record. 0

Series B Preferred Stock
(i) Period end date; December 31, 2022 – 2,000,000; December 31, 2021 – 0
(ii) Number of shares authorized; 2,000,000
(iii) Number of shares outstanding; 0
(iv) Freely tradable shares (public float); N/A
(v) Number of beneficial shareholders owning at least 100 shares - 5
(vi) Total number of shareholders of record. 5

Series C Preferred Stock
(i) Period end date; December 31, 2022 – 2,000,000; December 31, 2021 – 2,000,000
(ii) Number of shares authorized; 2,000,000
(iii) Number of shares outstanding; 2,000,000
(iv) Freely tradable shares (public float); N/A
(v) Number of beneficial shareholders owning at least 100 shares - 1
(vi) Total number of shareholders of record. 1

Item 7 The name and address of the transfer agent*.

Name: EQ by Equiniti
Address: 3200 Cherry Creek Drive South, Suite 430
Denver, CO, 80209
Phone: (303) 282-4800
Email: knaughton@corporatestock.com

Yes - Transfer Agent registered under the Exchange Act?

Part C Business Information

Item 8 The nature of the issuer's business.

Overview

Clean Vision Corporation ("Clean Vision," "CVC" or the "Company") was incorporated on September 15, 2006 in Nevada under the name Emergency Pest Services. On November 4, 2017, the Company finalized a reverse merger with Byzen Digital, Inc., a Seychelles Corporation. On March 12, 2021, the Company amended its Articles of Incorporation to change its name from Byzen Digital Inc. to Clean Vision Corporation.

We are a new entrant in the clean energy and waste-to-energy industries focused on clean technology and sustainability opportunities. Currently, we are focused on providing a solution to the plastic waste problem by recycling the waste and converting it into saleable byproducts, such as hydrogen and other clean-burning fuels that can be used to generate clean energy. Using a technology known as pyrolysis, which heats the feedstock (*i.e.*, plastic) at high temperatures in the absence of oxygen so that the material does not burn, we are able to turn the feedstock into i) low sulfur fuel, ii) clean hydrogen and iii) carbon black or char (char is created in the pyrolysis of plastic). We have not generated revenue to date and intend to generate revenue from three sources: service revenue from the recycling services we provide, revenue generated from the sale of the byproducts, and revenue generated from the sale of fuel cell equipment. Our mission is to aid in solving the problem of cost-effectively upcycling the vast amount of waste plastic generated on land before it flows into the world's oceans.

We currently operate through our wholly-owned subsidiary, Clean-Seas, Inc. ("Clean-Seas"), which we acquired on May 19, 2020. Clean-Seas acquired its first pyrolysis unit in November 2021 for use in a pilot project in India, which began operations in early May 2022. We believe that this pilot project will showcase our ability to pyrolyze waste plastic (using pyrolysis), which will generate three byproducts: i) low sulfur fuel, ii) clean hydrogen, AquaH[tm], and iii) char. We intend to sell the majority of the byproducts, while retaining a small amount of the low sulfur fuels and/or hydrogen to power our facilities and equipment. To date, we have not generated any revenue from the provision of pyrolysis services, nor have we generated any revenue from the sale of byproducts from our operations in India or fuel cell equipment and we do not currently have any contracts in place to sell these byproducts or fuel cell equipment. However, we believe that there is a strong market for low sulfur fuel and clean hydrogen, upon which we intend to focus our byproduct sales.

Clean-Seas, Inc. ("Clean Seas") was incorporated in Delaware on March 30, 2020 by Dan Bates and 100% acquired by CVC from Dan Bates, who then became the CEO of CVC, on May 19, 2020 and was CVC's first investment within its newly expanded scope. The acquisition of Clean Seas was CVC's first entry into the clean energy space. Clean Seas has made significant progress in identifying and developing a new business model around the clean energy and waste to energy sectors. Clean Vision Corporation's management team will incorporate the two companies into a single-minded, clean energy-focused entity.

Clean-Seas India Private Limited which was incorporated on November 17, 2021, as a wholly owned subsidiary of Clean-Seas, Inc.

Clean-Seas, Abu Dhabi PVT. LTD was incorporated in Abu Dhabi on December 9, 2021, as a wholly owned subsidiary of the Company. On January 19, 2022, the Company changed the name of its wholly owned subsidiary, Clean-Seas, Abu Dhabi PVT. LTD, to Clean-Seas Group. As of July 4, 2022, the Company ceased operations and is in the process of dissolving the corporation.

EndlessEnergy was incorporated in Nevada on December 10, 2021, as a wholly owned subsidiary of the Company. EndlessEnergy does not currently have any operations, but it was incorporated for the purpose of investing in wind and solar energy projects.

EcoCell was incorporated on March 4, 2022, as a wholly owned subsidiary of CVC. EcoCell does not currently have any operations, but we intend to use EcoCell for the purpose of licensing fuel cell patented technology.

Clean-Seas Arizona was incorporated on September 19, 2022, as a wholly owned subsidiary of Clean-Seas.

Clean-Seas, Inc. has established Clean-Seas Arizona as a joint venture pursuant to a Memorandum of Understanding (the "MOU") signed on November 4, 2022, with Arizona State University and the Rob and Melani Walton Sustainability Solution Service. Pursuant to the MOU, the parties intend to establish a 100 ton per day waste plastic to clean hydrogen conversion facility in Arizona.

<u>Clean Seas, a Solutions Provider</u>

Clean Seas, Inc. was established to solve the problem of cost-effectively upcycling the vast amount of waste plastic generated on-land before it flows into the world's oceans. As a "solutions provider," Clean Seas has identified technologies that are uniquely suited to convert plastic waste into valuable commodities and intends to provide these technologies to its customers. The Clean Seas team of business development professionals and engineers will use its experience in the sustainable energy space to deliver conversion technologies to its customers and strategic partners. Depending on customer requirements, recycling facilities will be designed to convert waste plastic into clean-burning hydrogen, synthetic liquid fuels and/or generate electricity from synthesis gas (syngas). The solutions provided will utilize technologies uniquely designed to the specific waste feedstock available and the customer's requirements.

System design includes conversion of all types of mixed plastics with a minimal sorting and cleaning requirement. Each solution will be designed to a customer's situation. Each engagement will begin with a thorough analysis of a customers' needs and individual situation.

The Company's fiscal year end date is December 31, 2021.

We plan to provide tailored solutions to our customers to produce clean energy primarily out of the treatment of waste. We are currently focused on waste-to-energy projects in India, the United Arab Emirates and Africa and are in the process of developing a pipeline of similar projects, in the United States and abroad. We believe there is a virtually endless supply of waste for such projects and the demand for energy (particularly from such projects) is growing consistently.

Another component of the clean energy and waste-to-energy industry in the United States is environmental credits. Recycling of waste plastic mitigates the need for fossil fuels for energy generation and the production of clean-burning diesel. These off-sets will be aggregated and sold to users of fossil fuels in the form of carbon credits or renewable energy credits depending on the location of the facilities and local market conditions. The Company expects that these environmental commodities will be in great demand on the carbon market and serve as an additional high-value revenue stream. These can be used as off-set as more governments impose a "Carbon-tax" on the end users of fossil fuels. In addition, the Company expects that in the coming years, there will be new exchanges coming online specifically focused on plastic waste, and credits will be sought after, allowing producers of plastic waste to off-set their plastic footprint, much like what has happened in the carbon markets.

Item 9 The nature of products or services offered.

We are a new entrant in the clean energy and waste-to-energy industries focused on clean technology and sustainability opportunities. Currently, we are focused on providing a solution to the plastic waste problem by recycling the waste and converting it into saleable byproducts, such as hydrogen and other clean-burning fuels that can be used to generate clean energy. Using a technology known as pyrolysis, which heats the feedstock (*i.e.*, plastic) at high temperatures in the absence of oxygen so that the material does not burn, we are able to turn the feedstock into i) low sulfur fuel, ii) clean hydrogen and iii) carbon black or char (char is created in the pyrolysis of plastic). We have not generated revenue to date and intend to generate revenue from three sources: service revenue from the recycling services we provide, revenue generated from the sale of the byproducts, and revenue generated from the sale of fuel cell equipment. Our mission is to aid in solving the problem of cost-effectively upcycling the vast amount of waste plastic generated on land before it flows into the world's oceans.

We currently operate through our wholly-owned subsidiary, Clean-Seas, Inc. ("Clean-Seas"), which we acquired on May 19, 2020. Clean-Seas acquired its first pyrolysis unit in November 2021 for use in a pilot project in India, which began operations in early May 2022. We believe that this pilot project will showcase our ability to pyrolyze waste plastic (using pyrolysis), which will generate three byproducts: i) low sulfur fuel, ii) clean hydrogen, AquaH™, and iii) char. We intend to sell the majority of the byproducts, while retaining a small amount of the low sulfur fuels and/or hydrogen to power our facilities and equipment. To date, we have not generated any revenue from the provision of pyrolysis services nor have we generated any revenue from the sale of byproducts from our operations in India or fuel cell equipment and we do not currently have any contracts in place to sell these byproducts or fuel cell equipment. However, we believe that there is a strong market for low sulfur fuel and clean hydrogen, upon which we intend to focus our byproduct sales.

Our Growth Strategy

We plan to provide tailored solutions to our customers to produce clean energy primarily out of the treatment of waste. We are currently focused on waste-to-energy projects in Morocco, India, France, Turkey, Sri Lanka, Puerto Rico, Arizona, Massachusetts and Michigan due to their proximity to plastic waste, as well as business relationships that have been developed by the management team of Clean Vision with entities and/or municipalities in such countries. We believe there is a virtually endless supply of waste for such projects and the demand for energy (particularly from such projects) is growing consistently.

Another component of the clean energy and waste-to-energy industry in the United States is environmental credits. Recycling of waste plastic mitigates the need for fossil fuels for energy generation and the production of clean-burning diesel. We plan to aggregate these off-sets and sell them to users of fossil fuels in the form of carbon credits or renewable energy credits depending on the location of the facilities and local market conditions. These can be used as off-set as more governments impose a "Carbon-tax" on the end users of fossil fuels. In addition, we expect that in the coming years, there will be new exchanges coming online specifically focused on plastic waste, and credits will be sought after, allowing producers of plastic waste to off-set their plastic footprint, much like what has happened in the carbon markets.

We currently expect our projects to generate revenue in several ways:

- ***Gate Fees or Tipping Fees***. It is anticipated that these fees will be paid to us to accept waste from a government, municipality, or corporate entity that must dispose of its waste. Fees are paid to accept this feedstock (which will be waste plastic for our Company) on a per ton basis. Gate fees are expected to vary in range from approximately $35 to $105 per ton, depending on the jurisdiction, land availability, and daily volumes of waste.

- ***Sale of Hydrogen and Other Fuels***. Once functional, our anticipated pyrolysis recycling facility will convert waste into hydrogen and other clean-burning fuels. This hydrogen and other fuels can be sold to off-takers as an alternative cleaner fuel for marine use, electrical generators, or refined into a clean-burning road grade fuel. Depending on the installation, this fuel output product can be sold to a local fuel distributor or used in the generator sets for the generation of electricity as above.

- ***Commodity Sales***. An additional output product of the technologies is char or carbon black, which is used for the manufacturing of tires, bonding agents, roadway surfaces, and more. We intend to enter into agreements with consumers of carbon black to which we will sell this output product .

- ***Environmental Credits***. Recycling of waste plastic mitigates the need for fossil fuels for energy generation and the production of clean-burning diesel. These off-sets can be aggregated and sold to users of fossil fuels in the form of carbon credits or renewable energy credits depending on the location of the facilities and local market conditions. These can be used as off-set as more governments impose a "Carbon-tax" on the end users of fossil fuels.

- ***Equipment Sales***. We have entered into a licensing agreement with Kingsberry Fuel Cell, Inc. ("Kingsbury") whereby we have obtained the exclusive, worldwide rights (exclusive of the United States and Canada) to Kingsberry's fuel cell intellectual property for a term of five years, which we intend to sell to third-parties throughout the world. These sales will provide a revenue stream to us, as well as recurring revenue through a royalty model and ongoing service.

Competition

The clean energy and waste-to-energy industries are very competitive. We will compete with other companies offering pyrolysis solutions in addition to many other clean energy solutions. We expect competition to increase as awareness of the environmental advantages of converting waste plastic into fuel increases. A rapid increase in competition could negatively affect our ability to develop a profitable client base. Many of our competitors and potential competitors may have substantially greater financial resources, customer support, technical and marketing resources, larger customer bases, longer operating histories, greater name recognition and more established relationships than we do. We cannot be sure that we will have the resources or expertise to compete successfully. Our failure to compete effectively with our current and future competitors would adversely affect our business, financial condition, and results of operations.

Although there seems to be an abundant supply of waste plastic, it is expected that there will be increased competition for these plastic resources, with the result that it could have an effect on our profitability that we do not foresee at this time.

We also face competition for qualified employees and consultants among companies in the applicable industries. Competition for individuals with experience in the clean energy and waste-to-energy industries is intense. The loss of any of such persons, or an inability to attract, retain and motivate any additional highly skilled employees and consultants required for the initiation and expansion of our activities, could have a materially adverse effect on our business.

Item 10 The nature and extent of the issuer's facilities.

Currently we do not own or lease any property.

Part D Management Structure and Financial Information

Item 11 Company Insiders (Officers, Directors, and Control Persons).

Name	**Position**	**Common Stock Beneficially Owned**	**Series C Preferred Stock Beneficially Owned**	**Compensation**
Daniel Bates	Chief Executive Officer and Director	10,000,000	2,000,000	$240,000 / year (4) (5)
Rachel Boulds	Chief Financial Officer	2,500,000	—	$60,000 / year (6)
Daniel Harris	Chief Revenue Officer	3,208,340	—	$60,000 / year (7)
Dr. Michael Dorsey	Director	2,500,000	—	$18,000 / year (8)
Gregg Michael Boehmer	Director	3,000,000	—	$18,000 / year (9)
Bart Fisher (3)	Director	—	—	$18,000 / year
Chris Percy (1)	Former Director	7,200,000	—	$57,750 (2022)
John Owen (2)	Former Chief Operating Officer	500,000	—	$131,250 (2022) (10)

(1) Effective as of July 30, 2022, Mr. Percy was terminated as the Company's Chief Commercial Officer, President, Treasurer and Secretary. Effective as of February 14, 2023, Mr. Percy was removed as a director.
(2) Mr. Owen resigned from the Company effective November 21, 2022.
(3) Appointed January 18, 2023.

Stock compensation in 2022 and 2021:
(4) Mr. Bates received a grant of 2,000,000 shares of Series C Convertible Preferred Stock in 2021.
(5) Mr. Bates received a grant of 10,000,000 shares of Common Stock in 2022.
(6) Ms. Boulds received a grant of 2,000,000 and 500,000 and shares of Common Stock in 2022 and 2021, respectively.
(7) Mr. Harris received a grant of 2,708,340 shares of Common Stock in 2022.
(8) Mr. Dorsey received a grant of 500,000 shares of Common Stock.
(9) Mr. Boehmer received a grant of 500,000 and 2,500,000 and shares of Common Stock in 2022 and 2021, respectively.
(10) Mr. Owen received a grant of 500,000 shares of Common Stock in 2021.

Daniel Bates
2711 N Sepulveda Blvd #1051, Manhattan Beach, CA 90266
Clean Vision Corp. CEO: May 2020 – present
Impact PPA, CEO: June 2018 – May 2020
Windstream Technologies, Inc., CEO: June 2008 – July 2017

Chris Percy
4 St. Paul Wood Hill, Orpington, Kent BR52SY England
Clean Vision Corp. President: June 2018 – June 30, 2022

John Owen
2711 N Sepulveda Blvd #1051, Manhattan Beach, CA 90266
Clean Vision Corp. COO: June 2021 – present
Impact PPA, CFO: October 2018 – January 2020

Rachel Boulds
6371 S Glenoaks St, Murray, UT 84107
Clean Vision Corp. CFO: March 2021 – present
Rachel Boulds, CPA, PLLC, Owner: August 2009 – November 21, 2022

Daniel Harris
28 Crestwood Dr, Port Washington, NY 11050

Mr. Harris has served as the Company's Chief Revenue Officer since June 2022 and has served as the VP of Business Development of the Company's subsidiary, Clean-Seas, since October 2021. Mr. Harris is currently dedicated to the global expansion efforts of Clean-Seas' Plastic Conversion Network by focusing on establishing new locations and partnerships for its pyrolysis facilities. Mr. Harris has over 20 years of experience in the competitive energy space. Prior to his roles with the Company, Mr. Harris served as Executive Vice President of Global Sales at WindStream Technologies, Inc. ("WindStream"), focusing on large commercial installations of renewable energy systems (integrated wind and solar). Preceding his tenure at WindStream, Mr. Harris served as Executive Vice President of Sales at Glacial Energy, a nationwide provider of retail electricity and natural gas for commercial, industrial, and institutional customers.

Dr. Michael Dorsey
18675 Muirland, Detroit, MI 48221
Clean Vision Corp. Director: September 2021 – present
He is a recognized expert on global energy, environment, finance and sustainability matters, having worked with governments and heads of state around the world. Dr. Dorsey was appointed to the EPA's National Advisory Committee (NAC) in 2010, 2012 and 2014. Further, in 2014, a specialized unit of the United Nations Conference on Trade and Development (UNCTAD) designated Dr. Dorsey advisor on "climate, energy sustainability and SIDS (Small Island Developing States)."

Dr. Dorsey presently serves as a director at Michigan Environmental Council, where he has served since 2019, as well as at Univergy Solar since 2017, where he is also a partner. Dr. Dorsey's employment history also includes: a limited partner at Ibursun, 2019 to present; co-founder and treasurer at Sunrise Movement, 2017 to present; partner at Pahal Solar, 2019 to present; advisor at ImpactPPA 2018 to 2020; full member at Club of Rome, 2013 to present; member at Progress with Friends, 2006 to present; and co-founder at DetroitxPAC, 2013 to present.

Gregg Boehmer
2231 Hooper Station Rd, Shelbyville, KY 40065
Clean Vision Corp. Director: October 2022 – present
Layne Michael Consulting, LLC: 2011 – present
Mr. Boehmer has over a dozen years helping public companies with their fiscal, compliance and regulatory needs.

Bart Fisher
700 12th Street N.W. Suite 700, Washington DC
Clean Vision Corp. Director: January 2023 – present
Mr. Fisher brings 50 years' experience as an attorney and investment banker specializing in high profile international corporate litigation and complex transnational financial transactions.

As an attorney, he serves as Managing Partner of the Law Office of Bart S. Fisher and is a member of the District of Columbia Bar. In his dual career as an investment banker, he serves as Managing Partner of JJ&B, LLC, a boutique investment bank in Washington, D.C., Chairman of Omni Advisors LLC, a D.C. and NY-based investment bank, and Chairman of Capital Commodities, LLC.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); **No**

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; **No**

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been

reversed, suspended, or vacated; or **No**

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities. **No**

C. Disclosure of Family Relationships.

There are no family relationships.

D. Disclosure of Related Party Transactions.

On December 14, 2022, the Company granted Mr. Bates, 10,000,000 shares of common stock for services. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $350,000.

As of December 31, 2022 and 2021, the Company owed Mr. Bates, $220,000 and $90,000, respectively, for accrued compensation.

Mr. Bates, loaned the Company $100 to be used to open the Company's bank account and such amount was repaid on May 26, 2022.

In addition, the Company issued to Mr. Bates three separate promissory notes, 1) on August 1, 2022, for $1,000, 2) on September 15, 2022, for $35,040, and 3) on October 6, 2022, for $1,000. The notes bear interest at 8% and are due on demand. As of December 31, 2022, the Company repaid $20,000, for a balance due of principal and interest of $26,040 and $977.

Rachel Boulds, CFO
The Company entered into a consulting agreement with Rachel Boulds, effective as of May 1, 2021, to serve as part-time Chief Financial Officer for compensation of $5,000 per month. On February 22, 2021, Ms. Boulds was granted 500,000 shares of Common Stock for her services. The shares were valued at $0.206, the closing stock price on the date of grant, for total non-cash expense of $102,950. On December 14, 2022, Ms. Boulds was granted 2,000,000 shares of Common Stock for her services. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $70,000. As of December 31, 2022, the Company owes Ms. Boulds $25,000 for accrued compensation.

Daniel Harris, Chief Revenue Officer
During the year ended December 31, 2022, Mr. Harris was issued 2,708,340 shares of common stock for services. The shares were valued at the closing stock price on the date of grant, for total non-cash expense of $96,042. As of December 31, 2022 and 2021, the Company owed Mr. Harris, $37,500 and $0, respectively, for accrued compensation.

John Owen
We entered into a consulting agreement with John Owen, effective as of July 1, 2021, ("Owen Consulting Agreement") to serve as our Chief Operating Officer. Mr. Owen's compensation is $12,500 per month. On December 16, 2021, we granted 500,000 shares of Common Stock to Mr. Owen for his services. The shares were valued at $0.028, the closing stock price on the date of grant, for total non-cash expense of $14,000. Mr. Owen's consulting agreement and his role as Chief Operating Officer were terminated effective as of November 21, 2022. Per the terms of the separation agreement with Mr. Owen, the Company acknowledges past due salary of $62,500. The Company made an initial payment of $2,500 and agreed to pay $5,000 a month beginning in January 2023.

Chris Percy, a former Director
As of December 31, 2022 and 2021, the Company owed Chris Percy, a former Director, $96,250 and $158,500, respectively, for accrued compensation. Effective as of July 30, 2022, Mr. Percy was terminated as the Company's Chief Commercial Officer, President, Treasurer and Secretary. Mr. Percy was removed as a director effective as of February 14, 2023.

Erfran Ibrahim, former CTO
On February 1, 2021, the Company granted 20,000 shares of Common Stock to Mr. Ibrahim for services. The shares were valued at $0.14, the closing stock price on the date of grant, for total non-cash expense of $2,800. On September 30, 2021, the Company granted 160,000 shares of Common Stock to Mr. Ibrahim for services. The shares were valued at $0.10, the closing stock price on the date of grant, for total non-cash expense of $14,930. As of December 31, 2022, the shares have not yet been issued by the transfer agent and are disclosed as Common Stock to be issued.

As of December 31, 2022 and 2021, the Company owed Mr. Ibrahim, $60,000 and $60,000, respectively, for accrued compensation.

Michael Dorsey, Director
On December 16, 2021, the Company granted Michael Dorsey, Director, 500,000 shares of Common Stock. The shares were valued at $0.028, the closing stock price on the date of grant, for total non-cash expense of $14,000. On December 14, 2022, the Company granted Mr. Dorsey, Director, 2,000,000 shares of Common Stock. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $70,000. As of December 31, 2022 and 2021, the Company owed Mr. Dorsey, $9,000 and $0, respectively, for accrued director fees.

Greg Boehmer, Director
On December 14, 2022, the Company granted Greg Boehmer, Director, 2,000,000 shares of Common Stock. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $70,000. As of December 31, 2022 and 2021, the Company owed Mr. Boehmer, $4,500 and $0, respectively, for accrued director fees. In addition, the Company owes Mr. Boehmer $7,000, for consulting services.

Item 12 Financial information for the issuer’s most recent fiscal period.

The Company’s audited financial statements for the year ended December 31, 2022 contain the following information.

1) balance sheet;
2) statement of income;
3) statement of cash flows;
4) statement of changes in stockholders’ equity (for Annual Reports only);
5) financial notes; and
6) audit letter.

CLEAN VISION CORPORATION
CONSOLIDATED BALANCE SHEETS

ASSETS	December 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Current Assets:		
Cash	$ 10,777	$ 835,657
Prepaids	125,000	54,000
Total Current Assets	135,777	889,657
Property and equipment	241,376	150,505
Total Assets	$ 377,153	$ 1,040,162
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable	$ 334,694	$ 60,248
Accrued compensation	641,639	308,500
Accrued expenses	250,355	9,502
Convertible note payable, net of discount of $55,909	604,091	—
Loan payable	114,500	14,500
Loans payable – related party	70,069	100
Liabilities of discontinued operations	67,093	67,093
Total current liabilities	2,082,441	459,943
Total Liabilities	2,082,441	459,943
Commitments and contingencies	—	—
Mezzanine Equity:		
Series B Preferred stock, $0.001 par value, 2,000,000 shares designated; 2,000,000 and 0 shares issued and outstanding, respectively	1,800,000	625,000
Total mezzanine equity	1,800,000	625,000
Stockholders' Deficit:		
Preferred stock, $0.001 par value, 10,000,000 shares authorized; no shares issued and outstanding	—	—
Series A Preferred stock, $0.001 par value, 2,000,000 shares designated; 0 and 1,850,000 shares issued and outstanding, respectively	—	1,850
Series C Preferred stock, $0.001 par value, 2,000,000 shares designated; 2,000,000 shares issued and outstanding	2,000	2,000
Common stock, $0.001 par value, 2,000,000,000 shares authorized, 402,196,273 and 312,860,376 shares issued and outstanding, respectively	402,197	312,861
Common stock to be issued	76,911	227,544
Additional paid-in capital	15,243,543	12,576,049
Accumulated other comprehensive loss	16,670	—
Accumulated deficit	(19,246,609)	(13,165,085)
Total stockholders' deficit	(3,505,288)	(44,781)
Total liabilities and stockholders' deficit	$ 377,153	$ 1,040,162

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CLEAN VISION CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	For the Years Ended December 31,	
	2022	2021
Operating Expenses:		
Consulting	$ 2,452,383	$ 1,955,213
Professional fees	407,501	413,479
Payroll expense	829,364	824,393
Officer stock compensation expense	516,042	536,125
Director fees	171,000	18,500
General and administration expenses	1,407,031	373,095
Total operating expense	5,783,321	4,120,805
Loss from Operations	(5,783,321)	(4,120,805)
Other income (expense):		
Interest expense	(102,129)	(1,187,033)
Change in fair value of derivative	—	(576,573)
Loss on investment	—	(150,000)
Debt issuance expense - warrants	(196,074)	—
Total other expense	(298,203)	(1,913,606)
Net loss before provision for income tax	(6,081,524)	(6,034,411)
Provision for income tax expense	—	—
Net loss	$ (6,081,524)	$ (6,034,411)
Other comprehensive income:		
Foreign currency translation adjustment	16,670	—
Comprehensive loss	$ (6,064,854)	$ (6,034,411)
Loss per share - basic and diluted	$ (0.02)	$ (0.03)
Weighted average shares outstanding - basic and diluted	344,710,350	197,675,465

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CLEAN VISION CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
For the Years Ended December 31, 2022 and 2021
(Unaudited)

	Series A Preferred Stock		Series C Preferred Stock		Common Stock		Additional paid In Capital	Common Stock To be Issued	Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2021	2,000,000	$ 2,000	—	$ —	97,208,516	$ 97,208	$ 5,061,681	$ 266,299	$ —	$ (7,130,674)	$ (1,703,486)
Redemption of preferred	(150,000)	(150)	—	—	—	—	150	—	—	—	—
Stock issued for services – related party	—	—	2,000,000	2,000	4,500,000	4,500	769,250	(207,895)	—	—	567,855
Stock issued for services	—	—	—	—	7,250,000	7,250	799,990	169,140	—	—	976,380
Stock issued for Conversion of debt	—	—	—	—	41,701,860	41,703	2,863,178	—	—	—	2,904,881
Stock issued for cash	—	—	—	—	162,200,000	162,200	3,081,800	—	—	—	3,244,000
Net loss	—	—	—	—	—	—	—	—	—	(6,034,411)	(6,034,411)
Balance, December 31, 2021	1,850,000	1,850	2,000,000	2,000	312,860,376	312,861	12,576,049	227,544	—	(13,165,085)	(44,781)
Cancellation of preferred	(1,850,000)	(1,850)	—	—	—	—	1,850	—	—	—	—
Stock issued for services	—	—	—	—	40,127,557	40,128	1,254,236	(150,633)	—	—	1,143,731
Stock issued for services – related party	—	—	—	—	19,208,340	19,208	645,334	—	—	—	664,542
Stock issued for cash	—	—	—	—	30,000,000	30,000	570,000	—	—	—	600,000
Debt issuance cost – warrants issued	—	—	—	—	—	—	196,074	—	—	—	196,074
Net loss	—	—	—	—	—	—	—	—	16,670	(6,081,524)	(6,064,854)
Balance, December 31, 2022	—	$ —	2,000,000	$ 2,000	402,196,273	$ 402,197	$ 15,243,543	$ 76,911	$ 16,670	$ (19,246,609)	$ (3,505,288)

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CLEAN VISION CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31, 2022	2021
Cash Flows from Operating Activities:		
Net loss	$ (6,081,524)	$ (6,034,411)
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock issued for services	1,143,731	1,574,380
Stock issued for services – related party	664,542	567,855
Preferred stock compensation expense	1,175,000	—
Debt discount amortization	52,591	1,162,996
Loss on investment	—	150,000
Debt issuance expense - warrants	196,074	—
Change in fair value of derivative	—	576,573
Changes in operating assets and liabilities:		
Prepaid	(71,000)	(34,000)
Accounts payable	274,446	38,990
Accruals	240,853	35,539
Accrued compensation	333,139	161,000
Net cash used by operating activities	(2,072,148)	(1,801,078)
Cash Flows from Investing Activities:		
Investment in 100Bio	—	(150,000)
Purchase of property and equipment	(90,871)	(150,505)
Net cash used by investing activities	(90,871)	(300,505)
Cash Flows from Financing Activities:		
Proceeds from convertible notes payable	555,000	686,500
Proceeds from the sale of common stock	600,000	3,244,000
Payments on convertible notes payable	—	(594,000)
Proceeds from notes payable - related party	89,969	—
Repayment of related party loans	(20,000)	—
Proceeds from notes payable	154,000	300,000
Payments - notes payable	(57,500)	(700,000)
Net cash provided by financing activities	1,321,469	2,936,500
Net change in cash	(841,550)	834,917
Effects of currency translation	16,670	—
Cash at beginning of year	835,657	740
Cash at end of year	$ 10,777	835,657
Supplemental schedule of cash flow information:		
Interest paid	$ —	$ —
Income taxes	$ —	$ —
Supplemental non-cash disclosure:		
Common stock issued for conversion of debt	$ —	$ 1,231,461

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CLEAN VISION CORPORATION
Notes to Consolidated Financial Statements
December 31, 2022
(Unaudited)

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Clean Vision Corporation ("Clean Vision," "we," "us," or the "Company") is a new entrant in the clean energy and waste-to-energy industries focused on clean technology and sustainability opportunities. Currently, we are focused on providing a solution to the plastic and tire waste problem by recycling the waste and converting it into saleable byproducts, such as hydrogen and other clean-burning fuels that can be used to generate clean energy. Using a technology known as pyrolysis, which heats the feedstock (i.e., plastic or tires) at high temperatures in the absence of oxygen so that the material does not burn, we are able to turn the feedstock into i) low sulfur fuel, ii) clean hydrogen and iii) carbon black or char (char is created in the pyrolysis of plastic, while carbon black is created when tires are pyrolyzed). We intend to generate revenue from three sources: service revenue from the recycling services we provide, revenue generated from the sale of the byproducts, and revenue generated from the sale of fuel cell equipment. Our mission is to aid in solving the problem of cost-effectively upcycling the vast amount of waste plastic generated on land before it flows into the world's oceans, as well as to reduce the amount of tire waste.

We currently operate through our wholly-owned subsidiary, Clean-Seas, Inc. ("Clean-Seas"), which we acquired on May 19, 2020. Clean-Seas acquired its first pyrolysis unit in November 2021 for use in a pilot project in India, which began operations in early May 2022. We believe that this pilot project will showcase our ability to pyrolyze waste plastic (using pyrolysis), which will generate three byproducts: i) low sulfur fuel, ii) clean hydrogen, AquaH^{tm}, and iii) char. We intend to sell the majority of the byproducts, while retaining a small amount of the low sulfur fuels and/or hydrogen to power our facilities and equipment. To date we have not generated any revenue from the provision of pyrolysis services nor have we generated any revenue from the sale of byproducts from our operations in India or fuel cell equipment and we do not currently have any contracts in place to sell these byproducts or fuel cell equipment. However, we believe that there is a strong market for low sulfur fuel and clean hydrogen, upon which we intend to focus our byproduct sales.

Clean-Seas, Inc. is Clean Vision Corporation's first investment within its newly expanded scope. The acquisition of 100% of Clean Seas is Clean Vision Corporation's first entrance into the clean energy space. Clean Seas has made significant progress in identifying and developing a new business model around the clean energy and waste to energy sectors. Clean Vision Corporation's management team will incorporate the two companies into a single-minded, clean energy-focused entity.

Clean-Seas India Private Limited which was incorporated on November 17, 2021, as a wholly owned subsidiary of Clean-Seas, Inc.

Clean-Seas, Abu Dhabi PVT. LTD was incorporated in Abu Dhabi on December 9, 2021, as a wholly owned subsidiary of the Company. On January 19, 2022, the Company changed the name of its wholly owned subsidiary, Clean-Seas, Abu Dhabi PVT. LTD, to Clean-Seas Group. As of July 4, 2022, the Company ceased operations and is in the process of dissolving the corporation.

EndlessEnergy was incorporated in Nevada on December 10, 2021, as a wholly owned subsidiary of the Company. EndlessEnergy does not currently have any operations, but it was incorporated for the purpose of investing in wind and solar energy projects.

EcoCell was incorporated on March 4, 2022, as a wholly owned subsidiary of CVC. EcoCell does not currently have any operations, but we intend to use EcoCell for the purpose of licensing fuel cell patented technology.

Clean-Seas Arizona was incorporated on September 19, 2022, as a wholly owned subsidiary of Clean-Seas.

Clean-Seas, Inc. has established Clean-Seas Arizona as a joint venture pursuant to a Memorandum of Understanding (the "MOU") signed on November 4, 2022, with Arizona State University and the Rob and Melani Walton Sustainability Solution Service. Pursuant to the MOU, the parties intend to establish a 100 ton per day waste plastic to clean hydrogen conversion facility in Arizona.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The Company's unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Concentrations of Credit Risk
We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. At times, such deposits may be in excess of the Federal Deposit Insurance Corporation insurable amount ("FDIC").

Cash equivalents
The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the periods ended December 31, 2022 and 2021.

Principles of Consolidation
The accompanying unaudited consolidated financial statements for the year ended December 31, 2022, include the accounts of the Company and its wholly owned subsidiaries, Clean-Seas, Inc and Clean-Seas India Private Limited, Clean-Seas Group, EndlessEnergy, EcoCell, Clean-Seas Arizona and Clean-Seas Morocco. As of December 31, 2022, there was no activity in Clean-Seas Group, EndlessEnergy or Clean-Seas Arizona.

Reclassifications
Certain reclassifications have been made to the prior period financial information to conform to the presentation used in the unaudited financial statements for the year ended December 31, 2022.

Translation Adjustment
For the year ended December 31, 2022, the accounts of the Company's subsidiary Clean-Seas India Private Limited, are maintained in Rupees. According to the Codification, all assets and liabilities were translated at the current exchange rate at respective balance sheets dates, members' capital are translated at the historical rates and income statement items are translated at the average exchange rate for the period. The resulting translation adjustments are reported under other comprehensive income in accordance with the Comprehensive Income Topic of the Codification (ASC 220), as a component of members' capital. Transaction gains and losses are reflected in the income statement.

Comprehensive Income
The Company uses SFAS 130 "Reporting Comprehensive Income" (ASC Topic 220). Comprehensive income is comprised of net income and all changes to the statements of members' capital, except those due to investments by members, changes in paid-in capital and distributions to members. Comprehensive income for the year ended December 31, 2022, is included in net loss and foreign currency translation adjustments.

Investments
The Company follows ASC subtopic 321-10, Investments-Equity Securities which requires the accounting for an equity security to be measured at fair value with changes in unrealized gains and losses included in current period operations. Where an equity security is without a readily determinable fair value, the Company may elect to estimate its fair value at cost minus impairment plus or minus changes resulting from observable price changes. As of December 31, 2021, the Company determined that its investment in 100Bio was fully impaired; therefore, the investment was written down to $0 and a $150,000 loss on investment was recognized.

Basic and Diluted Earnings Per Share
Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number

of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. As of December 31, 2022, there are warrants to purchase up to 9,000,000 shares of common stock. As of December 31, 2022 and 2021, there are 20,000,000 and 20,000,000 potentially dilutive shares of common stock, respectively, if the Series C preferred stock were to be converted. There are 2,000,000 shares of Series B preferred stock outstanding. The Series B Preferred Stock will automatically be converted on January 1, 2023 into shares of common stock at the rate of 10 shares of Common Stock for each share of Preferred Stock. As of December 31, 2022 and 2021, the Company's diluted loss per share is the same as the basic loss per share, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

Stock-based Compensation
In June 2018, the FASB issued ASU 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting.* ASU 2018-07 allows companies to account for nonemployee awards in the same manner as employee awards. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those annual periods. We adopted this ASU on January 1, 2019.

Fair value of financial instruments
The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP) and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly

observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable represents the fair value of such instruments as the notes bear interest rates that are consistent with current market rates.

Income Taxes
Income taxes are provided for the tax effects of the transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to tax net operating loss carryforwards. The deferred tax assets and liabilities represent the future tax return consequences of these differences, which will either be taxable or deductible when assets and liabilities are recovered or settled, as well as operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established against deferred tax assets when in the judgment of management, it is more likely than not that such deferred tax assets will not become available. Because the judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond the Company's control, it is at least reasonably possible that management's judgment about the need for a valuation allowance for deferred taxes could change in the near term.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed in the Company's tax returns that do not meet these recognition and measurement standards. As of December 31, 2022, and 2021, no liability for unrecognized tax benefits was required to be reported.

Recently issued accounting pronouncements
The Company has implemented all new applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has not yet established a source of revenue, had an accumulated deficit of $19,246,609 at December 31, 2022, and had a net loss of $6,081,524 for the year ended December 31, 2022. The Company's ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

Management plans to continue to implement its business plan and to fund operations by raising additional capital through the issuance of debt and equity securities. The Company's existence is dependent upon management's ability to implement its business plan and/or obtain additional funding. There can be no assurance that the Company's financing efforts will result in profitable operations or the resolution of the Company's liquidity problems. Even if the Company is able to obtain additional financing, it may include undue restrictions on our operations in the case of debt or cause substantial dilution for our stockholders in the case of equity financing.

NOTE 4 - PROPERTY & EQUIPMENT

Property and equipment are recorded at cost. The Company capitalizes purchases of property and equipment over $5,000. Depreciation is computed using the straight-line method over the estimated useful lives of the various classes of assets as follows between three and five years.

Long lived assets, including property and equipment, to be held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Impairment losses are recognized if expected future cash flows of the related assets are less than their carrying values. Measurement of an impairment loss is based on the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Maintenance and repair expenses, as incurred, are charged to expense. Betterments and renewals are capitalized in plant and equipment accounts. Cost and accumulated depreciation applicable to items replaced or retired are eliminated from the related accounts with any gain or loss on the disposition included as income.

Clean-Seas, Inc. has purchased a pyrolysis unit for piloting and demonstration purposes which has been commissioned in Hyderabad, India as of May 2022. The unit will be used to showcase the Company's technology and services, turning waste plastic into environmentally friendly commodities, to potential customers.

Property and equipment stated at cost, less accumulated depreciation consisted of the following:

	December 31, 2022	December 31, 2021
Pyrolysis unit	$ 185,700	$ 150,505
Equipment	55,676	—
Less: accumulated depreciation	—	—
Property and equipment, net	$ 241,376	$ 150,505

Depreciation expense
As of December 31, 2022, the Company's fixed assets have not yet been placed into service. Depreciation will begin on the date the assets are placed into service.

NOTE 5 – LOANS PAYABLE

As of December 31, 2020, a third party loaned the Company a total of $114,500. The loan was used to cover general operating expenses, is non-interest bearing and due on demand. During the year ended December 30, 2021, the Company repaid $100,000 of the loan. During the year ended December 31, 2022, the same individual provided consulting/IR services to the Company valued at $100,000. The amount due was added to the note payable for a balance due of $114,500 as of December 31, 2022.

Effective January 1, 2022, the Company acquired a financing loan for its Director and Officer Insurance for $26,381. The loan bears interest at 10.45%, requires monthly payments of $3,060.36 and is due within one year. As of December 31, 2022, the balance due is $0.

On August 17, 2022, a third party loaned the Company $14,000. The loan has an original issue discount of $3,500, for a total note payable of $17,500. The note bears interest at 8% and is due in one year. This loan was repaid in full on December 15, 2022.

NOTE 6 – CONVERTIBLE NOTES

Silverback Capital Corporation
On March 31, 2022, the Company issued a Promissory Note to Silverback Capital Corporation ("Silverback") in the amount of $360,000. The Company received $300,000, net of a $60,000 OID. The note bears interest at 8% per annum and matures in one year. The note may be converted to shares of common stock at $0.02 per share, provided, that if the Company effects a Qualified Offering (as defined in the note) the conversion price will be such price that represents a 20% discount to the offering price of the Company's common Stock in the Offering. In the event of a default Silverback will have the option to convert at the lower of 1) .02 per share, or 2) a 20% discount to the five day trailing VWAP of the common stock. As of December 31, 2022, there is $21,698 of accrued interest on the loan.

Coventry Enterprises, LLC
On December 9, 2022, the Company entered into the Purchase Agreement with Coventry Enterprises, LLC ("Coventry"), pursuant to which the Company issued to Coventry a Promissory Note (the "Note") in the principal amount of $300,000 in exchange for a purchase price of $255,000. In addition, the Company issued to Coventry 15,500,000 shares of Common Stock (the "Commitment Stock"), of which 12,500,000 shares of Commitment Stock are to be returned to the Company upon the Company's filing of the registration statement on or before 45 calendar days after the date of the Note. The 12,500,000 shares of common stock were returned to the Company in Q1 2023.

The Note bears "Guaranteed Interest" at the rate of 5% per annum for the 12 months from and after the date of issuance (notwithstanding the 11-month term of the Note for an aggregate Guaranteed Interest of fifteen thousand Dollars ($15,000), all of which Guaranteed Interest shall be deemed earned as of the date of the Note. The Principal Amount and the Guaranteed Interest are due and payable in seven equal monthly payments of $45,000, commencing on May 6, 2023 and continuing on the 6th day of each month thereafter until paid in full not later than November 6, 2023

NOTE 7 – RELATED PARTY TRANSACTIONS

Dan Bates, CEO
On February 21, 2021, the Company amended the employment agreement with Dan Bates, CEO. The amendment extended the term of his agreement from three years commencing May 27, 2020, to expire on May 27, 2025.

On December 14, 2022, the Company granted Mr. Bates, 10,000,000 shares of common stock for services. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $350,000.

As of December 31, 2022 and 2021, the Company owed Mr. Bates, $220,000 and $90,000, respectively, for accrued compensation.

Mr. Bates loaned the Company $100 to be used to open the Company's bank account and such amount was repaid on May 26, 2022.

In addition, the Company issued to Mr. Bates three separate promissory notes, 1) on August 1, 2022, for $1,000, 2) on September 15, 2022, for $35,040, and 3) on October 6, 2022, for $1,000. The notes bear interest at 8% and are due on demand. As of December 31, 2022, the Company repaid $20,000, for a balance due of principal and interest of $26,040 and $977.

Rachel Boulds, CFO
The Company entered into a consulting agreement with Rachel Boulds, effective as of May 1, 2021, to serve as part-time Chief Financial Officer for compensation of $5,000 per month. On February 22, 2021, Ms. Boulds was granted 500,000 shares of Common Stock for her services. The shares were valued at $0.206, the closing stock price on the date of grant, for total non-cash expense of $102,950. On December 14, 2022, Ms. Boulds was granted 2,000,000 shares of Common Stock for her services. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $70,000. As of December 31, 2022, the Company owes Ms. Boulds $25,000 for accrued compensation.

Daniel Harris, Chief Revenue Officer
During the year ended December 31, 2022, Mr. Harris was issued 2,708,340 shares of common stock for services. The shares were valued at the closing stock price on the date of grant, for total non-cash expense of $96,042. As of December 31, 2022 and 2021, the Company owed Mr. Harris, $37,500 and $0, respectively, for accrued compensation.

John Owen
We entered into a consulting agreement with John Owen, effective as of July 1, 2021, ("Owen Consulting Agreement") to serve as our Chief Operating Officer. Mr. Owen's compensation is $12,500 per month. On December 16, 2021, we granted 500,000 shares of Common Stock to Mr. Owen for his services. The shares were valued at $0.028, the closing stock price on the date of grant, for total non-cash expense of $14,000. Mr. Owen's consulting agreement and his role as Chief Operating Officer were terminated effective as of November 21, 2022. Per the terms of the separation agreement with Mr. Owen, the Company acknowledges past due salary of $62,500. The Company made an initial payment of $2,500 and agreed to pay $5,000 a month beginning in January 2023.

Chris Percy, a former Director
As of December 31, 2022 and 2021, the Company owed Chris Percy, a former Director, $96,250 and $158,500, respectively, for accrued compensation.

Erfran Ibrahim, former CTO
On February 1, 2021, the Company granted 20,000 shares of Common Stock to Mr. Ibrahim for services. The shares were valued at $0.14, the closing stock price on the date of grant, for total non-cash expense of $2,800. On September 30, 2021, the Company granted 160,000 shares of Common Stock to Mr. Ibrahim for services. The shares were valued at $0.10, the closing stock price on the date of grant, for total non-cash expense of $14,930. As of December 31, 2022, the shares have not yet been issued by the transfer agent and are disclosed as Common Stock to be issued.

As of December 31, 2022 and 2021, the Company owed Mr. Ibrahim, $60,000 and $60,000, respectively, for accrued compensation.

Michael Dorsey, Director
On December 16, 2021, the Company granted Michael Dorsey, Director, 500,000 shares of Common Stock. The shares were valued at $0.028, the closing stock price on the date of grant, for total non-cash expense of $14,000. On December 14, 2022, the Company granted Mr. Dorsey, Director, 2,000,000 shares of Common Stock. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $70,000. As of December 31, 2022 and 2021, the Company owed Mr. Dorsey, $9,000 and $0, respectively, for accrued director fees.

Greg Boehmer, Director
On December 14, 2022, the Company granted Greg Boehmer, Director, 2,000,000 shares of Common Stock. The shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $70,000. As of December 31, 2022 and 2021, the Company owed Mr. Boehmer, $4,500 and $0, respectively, for accrued director fees. In addition, the Company owes Mr. Boehmer $7,000, for consulting services.

NOTE 8 – COMMON STOCK

The Company amended its Articles of Incorporation, effective June 29, 2021, to increase its authorized shares of common stock to 2,000,000,000.

During the year ended December 31, 2021, the Company issued 7,250,000 shares of common stock for services, for total non-cash compensation expense of $757,240.

During the year ended December 31, 2021, the Company granted 1,391,688 shares of common stock for services, for total non-cash compensation expense of $169,140. These shares have not yet been issued as of December 31, 2021 and are included in common stock to be issued.

During the year ended December 31, 2021, the Company sold 162,200,000 shares of common stock for total cash proceeds of $3,244,000. The shares were sold at $0.02, pursuant to the Company's Regulation A Offering Statement qualified on June 21, 2021.

During the year ended December 31, 2021, the Company issued 41,701,860 shares of common stock for conversion of approximately $1,231,461 of debt.

The Company has entered into two consulting agreements that require the issuance of 20,834 shares of common stock per month through May 2023. During Q1 2022, the shares were valued at the closing stock price on the date of grant for total non-cash stock compensation of $1,771. During Q2 2022, the shares were valued at the closing stock price on the date of grant for total non-cash stock compensation of $2,246. During Q3 2022, the shares were valued at the closing stock price on the date of grant for total non-cash stock compensation of $1,085. During Q4 2022, the shares were valued at the closing stock price on the date of grant for total non-cash stock compensation of $860. On December 14, 2022, the Company issued all shares due as well as an additional 2,000,000 shares each. The additional shares were valued at $0.035, the closing stock price on the date of grant, for total non-cash expense of $140,000.

The Company has entered into a consulting agreement that requires $3,000 per month be paid with shares of common based on the closing stock price of the applicable date each month. During Q1 2022, the Company issued 525,016 shares of common stock that were granted and accounted for in the prior period pursuant to the terms of this agreement. For Q1 2022, there are 292,861 shares of common stock due. For Q2 2022, there are approximately 306,000 shares of common stock due. For Q3 2022, there are approximately 553,000 shares of common stock due. As of December 31, 2022, not all shares due have not been issued by the transfer agent. $18,000 is included in common stock to be issued.

The Company has entered into a consulting agreement that require the issuance of 5,000 shares of common stock per month beginning February 2022. As of December 31, 2022, 555,000 shares were issued for total non-cash compensation expense of $1,793.

In addition to the monthly shares granted the Company also granted the following:

During Q1 2022, the Company granted 1,000,000 shares of common stock for services, for total non-cash compensation expense of $30,800.

On April 1, 2022, the Company sold 30,000,000 shares of common stock to Silverback for total proceeds of $600,000.

During Q2 2022, the Company issued 5,000,000 shares of common stock for services. The shares were valued based on the closing stock price on the date of grant for total non-cash compensation expense of $148,800.

During Q3 2022, the Company issued 5,000,000 shares of common stock for services. The shares were valued based on the closing stock price on the date of grant for total non-cash compensation expense of $82,500.

During Q3 2022, the Company granted 2,500,000 shares of common stock pursuant to the terms of a new joint venture agreement. The shares were valued based on the closing stock price on the date of grant for total non-cash compensation expense of $35,500.

During Q4 2022, the Company issued 3,238,000 shares of common stock, that had been granted and accounted for in common stock to be issued in prior years.

During Q4 2022, the Company issued 21,600,000 shares of common stock for services. The shares were valued based on the closing stock price on the date of grant for total non-cash compensation expense of $664,200.

Refer to Note 7 for shares issued to related parties.

NOTE 9 – PREFERRED STOCK

The Company is authorized to issue 10,000,000 shares of Preferred Stock at $0.001 par value per share with the following designations.

Series A Redeemable Preferred Stock
On September 21, 2020, the Company created a series of Preferred Stock designating 2,000,000 shares as Series A Redeemable Preferred Stock ranks senior to the Company's Common Stock upon the liquidation, dissolution or winding up of the Company. The Series A Preferred Stock does not bear a dividend or have voting rights and is not convertible into shares of our Common Stock.

Series B Preferred Stock
On December 14, 2020, the Company designated 2,000,000 shares of its authorized preferred stock as Series B convertible, non-voting preferred Stock. The Series B Preferred Stock does not bear a dividend or have voting rights. The Series B Preferred Stock will automatically be converted on January 1, 2023 into shares of common stock at the rate of 10 shares of Common Stock for each share of Preferred Stock. Holders of our Series B Preferred Stock have anti-dilution rights protecting their interests in the Company from the issuance of any additional shares of capital stock for a two year period following conversion of the Preferred Stock calculated at the rate of 20% on a fully diluted basis.

On December 17, 2020, the Company entered into a three-year consulting agreement with Leonard Tucker LLC. Per the terms of the agreement, Leonard Tucker LLC received 2,000,000 shares of Series B Preferred Stock for services provided. The preferred stock to be issued are classified as mezzanine equity until they are fully issued.

Series C Preferred Stock
On February 19, 2021, the Company amended its Articles of Incorporation whereby 2,000,000 shares of preferred stock were designated Series C Convertible Preferred Stock. The holders of the Series C preferred stock are entitled to 100 votes and shall vote together with the holders of common stock. Each share of the Series C preferred stock is convertible in ten shares of common stock.

NOTE 10 – WARRANTS

On March 31, 2022, the Company issued warrants to purchase up to 9,000,000 shares of common stock to Silverback Capital Corporation in conjunction with convertible debt (Note 6). The warrants are exercisable for 3 years at a 25% premium to a Qualified Offering price. The warrants were evaluated for purposes of classification between liability and equity. The warrants do not contain features that would require a liability classification and are therefore considered equity.

Using the fair value calculation, the relative fair value between the debt issued and the warrants was calculated to determine the warrants recorded equity amount of $195,482, accounted for in additional paid in capital.

The Black Scholes pricing model was used to estimate the fair value of the warrants issued to purchase up to 9,000,000 shares of common stock with the following inputs:

Common shares available to purchase	9,000,000
Share price	$ 0.0512
Exercise Price	$ 0.025
Term	3 years
Volatility	185.23%
Risk Free Interest Rate	2.45%
Dividend rate	—
Intrinsic value	$ —

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Project Finance Arrangement

On November 4, 2022, the Company entered into a consulting agreement (the "Agreement") with Edge Management, LLC ("Edge"), a services firm based in New York City. Under the Agreement, Edge will assist us to develop, structure and implement project finance strategies ("Project Finance") for our clean energy installations around the world. Financing strategies will be in amounts and upon terms acceptable to us, and may include, without limitation, common and preferred equity financing, mezzanine and other junior debt financing, and/or senior debt financing, including but not limited to one or more bond offerings ("Project Financing(s)"). Under the Agreement, Edge is engaged as our exclusive representative for Project Financing matters. Edge is entitled to receive a cash payment for any Project Financing involving as follows: 5% of the gross amount of the funding facilities (up to $500 million) of all forms approved by the lender ("Lender") introduced by Edge and or its affiliates and accepted by the Company on closing ("Closing"), 4% of the gross amount of the funding facilities (for the tranche of funding ranging from $500,000,001 to $1,000,000,000) approved by the Lender introduced by Edge and or its affiliates and accepted by the Company on Closing, and 3% of the subsequent gross amount ($1,000,000,001 and greater) of the funding facilities of all forms approved by the Lender introduced by Edge and/or its affiliates and accepted by the Company on Closing. In addition to the cash consulting fee, Edge shall be issued cashless, five-year warrants equal to: 2% (at a strike price to be mutually determined by the Parties for the first tranche of funding, up to $500 million), 1% (at a strike price to be mutually determined by the Parties for the tranche of funding ranging from $500,000,001 to $1,000,000,000), and 1% (at a strike price to be mutually determined by the Parties for any and all subsequent Debt Funding ($1,000,000,001 and greater)) of the outstanding common and preferred shares, warrants, options, and other forms of participation in the our Company on Closing.. The Agreement has an initial term of one (1) year and is cancellable by either party on ninety (90) days written notice. There is no guarantee that Edge will be successful in helping us obtain Project Financing.

Legal Proceedings

Presently, except as descried below, there are not any material pending legal proceedings to which the Company is a party or as to which any of its property is subject, and no such proceedings are known to the Company to be threatened or contemplated against it.

On September 16, 2022, the Company filed action against Christopher Percy ("Percy") in the Eighth Judicial District of Nevada (Case No. A-22-858543-B) for breach of fiduciary duty, fraud, conversion, business disparagement, declaratory relief, and injunctive relief. This case arose out of a control dispute regarding certain actions taken by Percy while an officer and director of the Company in July 2022. The Nevada State Court granted the Company a temporary restraining order against Percy and granted the Company's request for a preliminary injunction on November 2, 2022. Thereafter, Percy removed the case to the United States District of Nevada (Case No. 2:22-cv-01862-ART-NJK). The Company filed a motion to remand to state court on November 22, 2022 which is pending with the federal court. In December 2022, the federal court entered a preliminary injunction in favor of the Company, and ordered, in relevant part, that that Percy not take any action on behalf of the Company, unless said action is expressly authorized by the Board pursuant to the procedures set forth in the Company's bylaws, and restored control the Company's board. On December 1, 2022, Percy filed counterclaims against the Company for breach of contract, wrongful termination, breach of implied covenant of good faith and fair dealing, unjust enrichment, and indemnification. Percy also filed third-party claims against the Company's CEO and director, Dan Bates ("Bates"), for breach of fiduciary duty, equitable indemnity, and contribution. On December 22, 2022, the Company filed a partial motion to dismiss Percy's counterclaims for indemnification and wrongful termination, which is pending with the federal court. On February 1, 2023, Bates filed a motion to dismiss all of Percy's third-party claims, which is pending with the federal court.

On January 30, 2023, Leonard Tucker, LLC ("Tucker"), one of the holders of the Company's Series B Convertible Non-Voting Preferred Stock (the "Series B Preferred Stock") filed an action against the Company in the Second Judicial District Court of the State of Nevada (Case No. CV23-00188) alleging breach of contract, breach of implied covenant of good faith and fair dealing, unjust enrichment, specific performance and declaratory relief (the "Tucker Complaint"). This matter arises from the 3-year Consulting Agreement the Company entered into with Tucker on December 17, 2020 (the "Tucker Agreement"), whereby Tucker agreed to perform certain strategic and business development services to the Company in exchange for 2,000,000 shares of Series B Preferred Stock and a consulting fee of $20,000 per month. The 2,000,000 shares of Series B Preferred Stock automatically converted into 20,000,000 shares of Common Stock on January 1, 2023.

However the Company's Transfer Agent was instructed to not issue the shares of Common Stock due to an ongoing dispute between the Company and Tucker regarding Tucker's ability to perform the services under the Consulting Agreement due to the action filed by the United States Securities and Exchange Commission against Profile Solutions, Inc., Dan Oran and Leonard M. Tucker on September 9, 2022 in the United States District Court Southern District of Florida (Case No. 1:22-cv-22881) alleging, among other things, that Leonard Tucker violated Section 17(a)(1) and 17(a)(3) of the Securities Act of 1933 and aided and abetted violations of Section 10(b) and Rule 10-b5.

Pursuant to the Tucker Complaint, Tucker is seeking, among other things, that the Company issue the shares of Common Stock due pursuant to the Tucker Agreement. The Company is contesting all of the allegations set forth in the Tucker Complaint.

NOTE 12 – INCOME TAX

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used.

Net deferred tax assets consist of the following components as of December 31:

	2022	2021
Deferred Tax Assets:		
NOL Carryover	$ (3,443,812)	$ (2,682,760)
Payroll accrual	134,700	2,000
Deferred tax liabilities:		
Less valuation allowance	3,309,112	2,680,760
Net deferred tax assets	$ —	$ —

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the period ended December 31, due to the following:

	2022	2021
Book loss	$ (1,277,100)	$ (1,111,900)
Other nondeductible expenses	678,700	676,800
Related party accrual	—	—
Valuation allowance	598,400	435,100
	$ —	$ —

At December 31, 2022, the Company had net operating loss carry forwards of approximately $3,444,000 that may be offset against future taxable income. NOLs from tax years up to 2017 can be carried forward twenty years. Under the CARES Act, the Company can carry forward NOLs indefinitely for NOLs generated in a tax year beginning after 2017, that remain after they are carried back to tax years in the five-year carryback period. No tax benefit has been reported in the December 31, 2022, financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2016.

NOTE 13 - DISCONTINUED OPERATIONS

In accordance with the provisions of ASC 205-20, *Presentation of Financial Statements*, we have separately reported the liabilities of the discontinued operations in the consolidated balance sheets. The liabilities have been reflected as discontinued operations in the consolidated balance sheets as of December 31, 2022 and 2021, and consist of the following:

	December 31, 2022	December 31, 2021
Current Liabilities of Discontinued Operations:		
Accounts payable	$ 49,159	$ 49,159

Accrued expenses	6,923	6,923
Loans payable	11,011	11,011
Total Current Liabilities of Discontinued Operations:	$ 67,093	$ 67,093

NOTE 14 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the unaudited consolidated financial statements were issued and has determined that it does not have any material subsequent events to disclose in these consolidated financial statements.

On January 18, 2023, the Company appointed Bart Fisher as an independent member of the Board of Directors.

January 26, 2023, the Company issued a total of 10,500,000 shares of common stock and warrants to purchase up to 10,500,000 additional shares of common stock, to four individuals pursuant to the Signed Securities Purchase Agreements on January 26, 2023, for total cash proceeds of $210,000. The Warrants are exercisable for shares of the Company's common stock at a price of $0.03 per share and expires three years from the date of issuance.

On February 16, 2023, the Board of Directors approved a special dividend of five shares of the Company's common stock for every one hundred shares of common stock issued and outstanding (the "Dividend"). The record date for the Dividend is February 27, 2023, and the payment date is March 13, 2023.

On February 17, 2023, the Company entered into a securities purchase agreement (the "Purchase Agreement") with a Schedule of Buyers. The Company has authorized a new series of senior convertible notes in the aggregate principal amount of $4,080,000, which Notes shall be convertible into shares of common stock at the lower of (a)120% of the closing price on the day prior to closing, (the "Fixed Conversion Price") or (b) a 10% discount to the lowest daily volume weighted average price reported by Bloomberg ("VWAP") of the Common Stock during the 10 trading days prior to the conversion date(collectively, the "Conversion Price")

On February 17, 2023, the initial Investor of the Purchase Agreement purchased a senior convertible promissory note (the "Note") in the original principal amount of $2,500,000 and a warrant to purchase 29,434,850 shares of the Company's common stock. The maturity date of the Note is February 21, 2024 (the "Maturity Date"). The Note bears interest at a rate of 5% per annum. The Note carries an original issue discount of 2%. The Company may not prepay any portion of the outstanding principal amount, accrued and unpaid interest or accrued and unpaid late charges on principal and interest, if any, except as specifically permitted by the terms of the Note. The Warrant is exercisable for shares of the Company's common stock at a price of $0.845 per share and expires five years from the date of issuance.

On February 21, 2023, Silverback Capital Corporation, fully converted its note dated March 31, 2022, with principal and interest of $360,000 and $25,723, respectively, into 19,286,137 shares of common stock.

On February 22, 2023, the Company issued 6,250,000 shares of common stock and a warrant to purchase up to an additional 6,250,000 shares of common stock, pursuant to a Signed Securities Purchase Agreement, for total cash proceeds of $125,000. The Warrant is exercisable for shares of the Company's common stock at a price of $0.03 per share and expires three years from the date of issuance.

On February 23, 2023, the Company issued 500,000 shares of common stock to Bart Fisher, Director, for services.

On February 23, 2023, the Company issued 600,000 shares of common stock to an individual for services.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Item 14 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

Securities Counsel

Name:	Joseph M. Lucosky, Esq.
Firm:	Lucosky Brookman LLP
Address 1:	101 Wood Avenue South, 5th Floor
Address 2:	Woodbridge, NJ 08830
Phone:	732-395-4400
Email:	jmonna@lucbro.com

Accountant or Auditor

Name:	Jennifer Crofoot, CPA
Firm:	Fruci & Associates II, PLLC
Address 1:	802 N. Washington St.
Address 2:	Spokane, WA 99201
Phone:	509-624-9223
Email:	jennifer_crofoot@fruci.com

Investor Relations

Name:	Frank Benedetto
Firm:	Mirador Consulting LLC
Address 1:	2209 SW 36th Terrace
Address 2:	Delray Beach, FL 33445
Phone:	609-915-9422
Email:	fb@miradorconsultingllc.com

Item 15 Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

Clean Vision Corporation's scope of interest is to acquire companies operating within the clean energy Clean Vision Corporation ("Clean Vision," "we," "us," or the "Company") is a new entrant in the clean energy and waste-to-energy industries focused on clean technology and sustainability opportunities. Currently, we are focused on providing a solution to the plastic and tire waste problem by recycling the waste and converting it into saleable byproducts, such as hydrogen and other clean-burning fuels that can be used to generate clean energy. Using a technology known as pyrolysis, which heats the feedstock (i.e., plastic or tires) at high temperatures in the absence of oxygen so that the material does not burn, we are able to turn the feedstock into i) low sulfur fuel, ii) clean hydrogen and iii) carbon black or char (char is created in the pyrolysis of plastic, while carbon black is created when tires are pyrolyzed). We intend to generate revenue from three sources: service revenue from the recycling services we provide, revenue generated from the sale of the byproducts, and revenue generated from the sale of fuel cell equipment. Our mission is to aid in solving the problem of cost-effectively upcycling the vast amount of waste plastic generated on land before it flows into the world's oceans, as well as to reduce the amount of tire waste.

We currently operate through our wholly-owned subsidiary, Clean-Seas, Inc. ("Clean-Seas"), which we acquired on May 19, 2020. Clean-Seas acquired its first pyrolysis unit in November 2021 for use in a pilot project in India, which began operations in early May 2022. We believe that this pilot project will showcase our ability to pyrolyze waste plastic (using pyrolysis), which will generate three byproducts: i) low sulfur fuel, ii) clean hydrogen, AquaHtm, and iii) char. We intend to sell the majority of the byproducts, while retaining a small amount of the low sulfur fuels and/or hydrogen to power our facilities and equipment. To date, we have not generated any revenue from the provision of pyrolysis services nor have we generated any revenue from the sale of byproducts from our operations in India or fuel cell equipment and we do not currently have any contracts in place to sell these byproducts or fuel cell equipment. However, we believe that there is a strong market for low sulfur fuel and clean hydrogen, upon which we intend to focus our byproduct sales.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

Revenue
The Company had no revenue for the years ended December 31, 2022 and 2021.

Consulting Expense
For the years ended December 31, 2022 and 2021, we had consulting expenses of $2,452,383 and $1,955,213, respectively, an increase of $497,170 or 25.4%. The increase is mainly stock compensation expense. In the current year we issued stock for services for non-cash compensation expense of approximately $1,444,000. We also had $198,000 and $223,000 of consulting expense incurred by our Clean Seas India and Clean Seas subsidiaries, respectively. In the prior year we issued stock for services for non-cash compensation expense of approximately $1,600,000. We also incurred additional consulting expense for through our Clean Seas subsidiary.

Professional Fees
For the years ended December 31, 2022 and 2021, we incurred professional fees of $407,501 and $413,479, respectively, a decrease of $5,978 or 1.4%. Although, our over expense has not changed significantly, a large portion of the expense in the current period is related to ongoing litigation whereas, in the prior period we incurred additional legal and audit expense related to the filing of our Regulation A Offering Statement.

Payroll Expense
For the years ended December 31, 2022 and 2021, we had payroll expense of $829,364 and $824,393, respectively, an increase of $4,971 or 0.61%.

Officer Stock Compensation
For the years ended December 31, 2022 and 2021, we had officer stock compensation expense of $516,042 and $536,125, respectively, a decrease of $20,083 or 3.75%. In the current period we issued 10,000,000 shares of common stock to our CEO for total non-cash expense of $350,000, 2,000,000 shares to our CFO for total non-cash expense of $70,000 and 2,708,340 shares to our CRO for total non-cash expense of $96,042. In the prior year we issued preferred stock for services to our CEO for total non-cash compensation expense of $359,800. We also issued 500,000 shares to our CFO and 3,680,000 shares to former officers for

total non-cash expense of $194,055.

Director Fees
For the twelve months December 31, 2022 and 2021, we had director fees of $171,000 and $18,500, respectively, an increase of $152,500 or 824%. Our directors are compensated $4,500 per quarter. In the current year we also issued a total of 4,500,000 shares of common stock to two of our directors for total non-cash compensation expense of $148,500. In the prior year we issued 500,000 shares of common stock to two of our directors for total non-cash compensation expense of $14,000.

General and Administrative expense
For the years ended December 31, 2022 and 2021, we had G&A expense of $1,407,031 and $373,095, respectively, an increase of $1,033,936 or 277.1%. Some of our larger G&A expenses, and the increases over prior period are investor relations (~$387,000), financing costs (~$120,000), development expense (~$35,500) and travel (~$58,500). Our Clean Seas India subsidiary also incurred $124,000 of G&A expense during the period.

Other Income and Expense
For the years ended December 31, 2022 , we had total other expense of $298,203 compared to $1,913,606 for the twelve months December 31, 2021. In the current year we recognized $196,074 for debt issuance costs for the fair value of the warrants issued with convertible debt. We also had $102,129 of interest expense, of which $30,000 was amortization of debt discount. In the prior period we recognized $1,187,033 of interest expense, $1,162,996 of which was amortization of debt discounts, and a loss in the change of the fair value of derivative of $46,350.

Net Loss
Net loss for the years December 31, 2022 and 2021, was $6,081,524 and $6,034,411, respectively.

C. Off-Balance Sheet Arrangements.

None.

Part E Issuance History

Item 16 List of securities offerings and shares issued for services in the past two years.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
2/1/2021	Redemption	(50,000)	Series A Preferred	$0.001	100Bio, LLC – Jea So			4(a)(2) and Rule 506

2/17/2021	New Issuance	6,974,605	Common Stock	$0.05	2142723 Alberta, Ltd. - Brad Stewart	Debt	Restricted	4(a)(2) and Rule 506
2/21/2021	New Issuance	2,000,000	Series C Preferred	$0.18	Dan Bates	CEO Services	Restricted	4(a)(2) and Rule 506
2/22/2021	New Issuance	600,000	Common Stock	$0.206	Greentree Financial Group – R. Chris Cottone	Financial Advisor Services	Restricted	4(a)(2) and Rule 506
2/22/2021	New Issuance	2,400,000	Common Stock	$0.206	Williams Holding Corporations – Roy Williams	Business Advisory Services	Restricted	4(a)(2) and Rule 506
3/1/2021	New Issuance	120,000	Common Stock	$0.15	John Shaw	Public Relations Services	Restricted	4(a)(2) and Rule 506
3/18/2021	New Issuance	6,974,605	Common Stock	$0.05	2142723 Alberta, Ltd. - Brad Stewart	Debt	Restricted	4(a)(2) and Rule 506
3/31/2021	New Issuance	130,000	Common Stock	$0.153	Shore Thing Media LLC – Michael McTigue	Public Relations Services	Restricted	4(a)(2) and Rule 506
6/23/2021	New Issuance	12,500,000	Common Stock	$0.02	Istvan Elek	Debt	Unrestricted	Reg A
6/29/2021	New Issuance	12,500,000	Common Stock	$0.02	Geneva Roth Holdings, Inc – Curt Kramer	Cash	Unrestricted	Reg A
6/28/2021	New Issuance	12,500,000	Common Stock	$0.02	Silverback Capital Corporation – Gillian Gold	Cash	Unrestricted	Reg A
7/1/2021	Redemption	(100,000)	Series A Preferred	$0.001	100Bio, LLC – Jea So			4(a)(2) and Rule 506
7/1/2021	New Issuance	12,500,000	Common	$0.02	First Fire Global Opportunity Funds– Eli Fireman	Cash	Unrestricted	Reg A
7/2/2021	New Issuance	3,125,000	Common Stock	$0.02	Cimarron Capital, Inc. - Peter Aiello	Debt	Unrestricted	Reg A
7/5/2021	New Issuance	500,000	Common Stock	$0.028	Frank V Benedetto	Investor Relations Services	Restricted	4(a)(2) and Rule 506
7/5/2021	New Issuance	500,000	Common Stock	$0.028	Rachel Boulds	CFO Services	Restricted	4(a)(2) and Rule 506
7/9/2021	New Issuance	5,000,000	Common Stock	$0.02	CrossLake - George Choi	Debt	Unrestricted	Reg A

7/12/2021	New Issuance	12,500,000	Common Stock	$0.02	Silverback Capital Corporation – Gillian Gold	Cash	Unrestricted	Reg A
7/14/2021	New Issuance	12,500,000	Common Stock	$0.02	First Fire Global Opportunity Funds– Eli Fireman	Cash	Unrestricted	Reg A
7/15/2021	New Issuance	10,000,000	Common Stock	$0.02	GW Holdings – Noah Weinstein	Cash	Unrestricted	Reg A
8/3/2021	New Issuance	12,200,000	Common Stock	$0.02	Eagles Equities LLC - Yakov Borenstein	Cash	Unrestricted	Reg A
8/6/2021	New Issuance	12,500,000	Common Stock	$0.02	Silverback Capital Corporation– Gillian Gold	Cash	Unrestricted	Reg A
08/31/2021	New Issuance	12,500,000	Common Stock	$0.02	GW Holdings Group, LLC - Noah Weinstein	Cash	Unrestricted	Reg A
08/31/2021	New Issuance	12,500,000	Common Stock	$0.02	Silverback Capital Corp– Gillian Gold	Cash	Unrestricted	Reg A
08/31/2021	New Issuance	6,250,000	Common Stock	$0.001	Eagle Equities - Yakov Borenstein	Cash	Unrestricted	Reg A
09/01/2021	New Issuance	12,500,000	Common Stock	$0.02	First Fire Global Opportunity Funds– Eli Fireman	Cash	Unrestricted	Reg A
09/01/2021	New Issuance	5,000,000	Common Stock	$0.02	Crosslake Capital, LLC - George Choi	Cash	Unrestricted	Reg A
09/01/2021	New Issuance	6,250,000	Common Stock	$0.02	Union Capital – Yakon Borenstein	Cash	Unrestricted	Reg A
9/3/2021	New Issuance	10,000,000	Common Stock	$0.02	Istvan Elek	Cash	Unrestricted	Reg A
9/3/2021	New Issuance	7,127,650	Common	$0.02	Green tree– R. Chris Cottone	Debt	Unrestricted	Reg A
10/16/2021	New Issuance	500,000	Common	$0.04	Daniel Harris	Business Advisory services	Restricted	4(a)(2) and Rule 506
12/1/2021	New Issuance	500,000	Common	$0.03	Ann Kaesman	Business Advisory services	Restricted	4(a)(2) and Rule 506
12/16/2021	New Issuance	3,000,000	Common	$0.10	Christopher Percy	Managem ent services	Restricted	4(a)(2) and Rule 506
12/16/2021	New Issuance	500,000	Common	$0.03	John Owen	COO services	Restricted	4(a)(2) and Rule 506
12/16/2021	New Issuance	500,000	Common	$0.03	Michael Dorsey	Director services	Restricted	4(a)(2) and Rule 506

12/16/2021	New Issuance	500,000	Common	$0.03	John Yonce	Business Advisory services	Restricted	4(a)(2) and Rule 506
12/16/2021	New Issuance	500,000	Common	$0.03	Venkat Kumar Tangirala	Business Advisory services	Restricted	4(a)(2) and Rule 506
12/16/2021	New Issuance	500,000	Common	$0.03	Christopher Galazzi	Business Advisory services	Restricted	4(a)(2) and Rule 506
12/16/2021	New Issuance	500,000	Common	$0.03	Greg Boehmer	Business Advisory services	Restricted	4(a)(2) and Rule 506
12/16/2021	New Issuance	500,000	Common	$0.03	Frank Benedetto	Investor Relations services	Restricted	4(a)(2) and Rule 506
1/11/2022	New Issuance	525,016	Common	$0.03	Strategic Innovations First, Inc. – Brad Listermann	Marketing services	Restricted	4(a)(2) and Rule 506
2/25/2022	New Issuance	250,000	Common	$0.031	Cynthia Stanley	Business Advisory services	Restricted	4(a)(2) and Rule 506
2/25/2022	New Issuance	250,000	Common	$0.031	Dennis Webster	Business Advisory services	Restricted	4(a)(2) and Rule 506
2/25/2022	New Issuance	250,000	Common	$0.031	Nicholas Westermann	Business Advisory services	Restricted	4(a)(2) and Rule 506
2/25/2022	New Issuance	250,000	Common	$0.031	Rage Adan	Business Advisory services	Restricted	4(a)(2) and Rule 506
4/1/2022	New Issuance	30,000,000	Common	$0.020	Silverback Capital Corporation – Gillian Gold	Cash	Restricted	4(a)(2) and Rule 506
5/18/2022	New Issuance	5,000,000	Common	$0.030	Dutchess Group LLC – Alan Fishman	Public Relations	Restricted	4(a)(2) and Rule 506
8/23/2022	New Issuance	5,000,000	Common	$0.017	WSMG Advisors - Mark Taggatz	Advisory Services	Restricted	4(a)(2) and Rule 506
10/1/2022	New Issuance	1,200,000	Common	$0.017	Prashant Mehta	Consulting	Restricted	4(a)(2) and Rule 506
10/3/2022	New Issuance	500,000	Common	$0.017	Gregg Boehmer	Director Services	Restricted	4(a)(2) and

								Rule 506
10/3/2022	New Issuance	1,200,000	Common	$0.017	Howard Isaacs	IR Services	Restricted	4(a)(2) and Rule 506
10/3/2022	New Issuance	1,200,000	Common	$0.017	Richard Cavalli	IR Services	Restricted	4(a)(2) and Rule 506
12/9/2022	New Issuance	3,000,000	Common	$0.040	Coventry Enterprises - Jack Bodenstein	Loan commitment fee	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	10,000,000	Common	$0.035	Dan Bates	CEO services	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,000,000	Common	$0.035	Gregg Boehmer	Director Services	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,000,000	Common	$0.035	Michael Dorsey	Director Services	Director Services	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,000,000	Common	$0.035	Rachel Boulds	CFO Services	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,708,340	Common	$0.035	Daniel Harris	Consutling	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	238,000	Common	$0.17	2142723 Alberta, Ltd.	Consutling	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	555,000	Common	$0.035	Alpen Group LLC - Shane Pearl	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,000,000	Common	$0.035	Ann Kaesman	Advertising & Marketing services	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	487,450	Common	$0.035	Bankers Capital	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,208,340	Common	$0.035	Chris Galazzi	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	500,000	Common	$0.035	Cindy Stanley	Consulting	Restricted	4(a)(2) and Rule 506

12/14/2022	New Issuance	1,000,000	Common	0.035	David Adler	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	500,000	Common	$0.035	Dennis Webster	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	500,000	Common	$0.035	Dr Chester Griffiths	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	500,000	Common	$0.035	Earl Roberts	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,500,000	Common	$0.014	Ecosynergie – Mohammed El Abbassi	JV Agreemen t	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	5,000,000	Common	$0.035	Fraxon Marketing Initiatives LLV - Frank Benedetto	Marketing Services	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	500,000	Common	$0.035	John Shaw	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,208,340	Common	$0.035	John Yonce	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	2,000,000	Common	$0.035	Venkat Kumar Tangirala	Business Advisory services	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	292,861	Common	$0.035	Strategic Innovations First, Inc. – Brad Listermann	Marketing services	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	975,000	Common	$0.035	Todd DeMatteo	Consulting	Restricted	4(a)(2) and Rule 506
12/14/2022	New Issuance	37,550	Common	$0.035	Yosemite Execution - Todd DeMatteo	Consulting	Restricted	4(a)(2) and Rule 506

Date of Note Issuance	Maturity Date	Principal Amount at Issuance ($)	Outstanding Balance ($)	Interest Accrued ($)	Conversion Terms	Name of Noteholder	Reason for Issuance

3/31/2022	3/31/2023	$360,000	$0	$0	$0.02	Silverback Capital Corporation – Gillian Gold	Loan
12/9/2022	11/6/2023	$300,000	$300,000	$15,000	n/a	Coventry Enterprises, LLC – Jack Bodenstein	Loan

Part F Exhibits

Item 17 Material Contracts.

None

Item 18 Articles of Incorporation and Bylaws.

Previously filed.

Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item 20 Issuer's Certifications.

I, Daniel Bates, certify that:

1. I have reviewed this annual disclosure statement of Clean Vision Corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of thecircumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included orincorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 31, 2023

/s/ Daniel Bates

CEO

I, Rachel Boulds, certify that:

4. I have reviewed this annual disclosure statement of Clean Vision Corporation;

5. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of thecircumstances under which such statements were made, not misleading with respect to the periodcovered by this disclosure statement; and

6. Based on my knowledge, the financial statements, and other financial information included orincorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 31, 2023

/s/ Rachel Boulds

CFO